

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

ORGANIZATIONAL STRATEGIES, INC.,
INTEGRATION CASUALTY CORP., SYS-
TEMS CASUALTY CORP., AND OPTIMAL
CASUALTY CORP.,

Plaintiffs,

v.

THE FELDMAN LAW FIRM LLP, STEWART
A. FELDMAN, CAPSTONE ASSOCIATED
SERVICES (WYOMING) LP, CAPSTONE
ASSOCIATED SERVICES, LTD. AND
CAPSTONE INSURANCE MANAGEMENT,
LTD.,

Defendants.

NOTICE OF REMOVAL

Defendant Capstone Associated Services, Ltd. (“Capstone”), by and through its under-
signed counsel, and pursuant to 28 U.S.C. § 1332(a)(1), 28 U.S.C. § 1441(a)-(b), and 28 U.S.C. §
1446, hereby gives notice that this action is removed from the Court of Chancery of the State of
Delaware in and for New Castle County, to the United States District Court for the District of
Delaware. As grounds for removal, Capstone states as follows:

Jurisdiction

1. This Court has jurisdiction pursuant to 28 U.S.C. § 1332(a)(1), in that the amount in controversy exceeds \$75,000, exclusive of interest and costs, and the controversy involves citizens of different states.

Venue

2. Venue is proper in this District pursuant to 28 U.S.C. § 1446(a), subject to the pending arbitration between the parties.

Removal

3. Removal is proper under 28 U.S.C. § 1332(a)(1) and 28 U.S.C. § 1441(a)-(b) on the basis of diversity of citizenship of the parties.

4. Plaintiffs Integration Casualty Corp., Systems Casualty Corp., Optimal Casualty Corp. are citizens of the State of Delaware.

5. Plaintiff Organization Strategies, Inc. is a citizen of Virginia.

6. Defendants Capstone, The Feldman Law Firm LLP and Stewart A. Feldman are citizens of the State of Texas.

7. Defendant Capstone Associated Services (Wyoming) LP is a citizen of Wyoming.

8. Defendant Capstone Insurance Management, Ltd. is a citizen of Anguilla, the Territory of the British West Indies. While Plaintiffs alleged a belief otherwise in the Complaint, Plaintiffs' "belief" that Defendant Capstone Insurance Management, Ltd. is a citizen of Delaware is incorrect. *See* Exhibit B.

9. Plaintiffs have alleged in their Original Complaint the following causes of action: (i) Professional Negligence, (ii) Breach of Fiduciary Duty, (iii) Fraud in the Inducement, (iv) Breach of Contract; and (v) Declaratory Judgment. These causes of action surpass the minimum jurisdiction of the court. Indeed, Plaintiffs' claim for declaratory judgment, alone, concerns several hundred thousand dollars.

10. Plaintiffs are contesting that significant monies are due from the Defendants to the Plaintiffs. In actions seeking declaratory or injunctive relief, the amount in controversy is measured by the value of the object of the litigation. *Hunt v. Washington State Apple Advertising Comm'n*, 432 U.S. 333 (1977). Combined with Plaintiffs' other claims, there is no doubt that the amount in controversy exceeds \$75,000, exclusive of interest and costs.

11. Attached hereto as Exhibit “A” and incorporated herein by reference are true and correct copies of all process, pleadings and orders in connection with the action being removed, to wit: Civil Action No. 8483-VCG, styled *Organizational Strategies, Inc., et al. v. The Feldman Law Firm LLP, et al.*, pending in the Court of Chancery of the State of Delaware. In the Court of Chancery action, Plaintiffs seek declaratory and injunctive relief and damages for, *inter alia*, alleged breach of contract, professional negligence, fraud and breach of fiduciary duty.

12. Neither Plaintiffs nor Defendants have demanded a jury in the state court action.

13. The provisions of 28 U.S.C. § 1332(a)(1) provide that the district courts shall have original jurisdiction of all civil actions where the matter in controversy exceeds the sum or value of \$75,000, exclusive of interest and costs, and is between citizens of different States. The provisions of 28 U.S.C. § 1441 provide that any civil action brought in a State court of which the district courts of the United States have original jurisdiction may be removed by a defendant to the district court of the United States for the district and division embracing the place where such action is pending. This Notice of Removal demonstrates that this action is properly removable pursuant to federal law.

14. This Notice of Removal is being filed within the time required by 28 U.S.C. § 1446(b). All other Defendants have consented to the removal and are contemporaneously filing a Consent to Removal with this Court.

15. Pursuant to 28 U.S.C. § 1446(d), a copy of this Notice of Removal will be filed in the Court of Chancery of the State of Delaware in and for New Castle County, and will be served upon Plaintiffs through counsel promptly after the filing of this Notice of Removal.

WHEREFORE, Defendant Capstone Associated Services, Ltd. gives notice that the above-captioned action is removed and transferred forthwith from the Court of Chancery of the

State of Delaware to the United States District Court for the District of Delaware, and respectfully requests that the action proceed in this Court as a matter properly removed.

Of Counsel:

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Dated: May 2, 2013

/s/ Kelly E. Farnan

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*Attorneys for Defendant Capstone Associated
Services, Ltd.*

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that on May 2, 2013, I electronically filed the foregoing with the Clerk of Court using CM/ECF and caused the same to be served on counsel of record at the addresses and in the manner indicated below:

BY ELECTRONIC MAIL

Neil R. Lapinski
Gordon, Fournaris & Mammarella
1925 Lovering Avenue
Wilmington, DE 19806

/s/ Kelly E. Farnan

Kelly E. Farnan (#4395)